

CHAPMAN AND CUTLER

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Salt Lake City, Utah 84144
(801) 533-0066

February 22, 1996

19943-G

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: The Atchison, Topeka and Santa Fe Railway Company
Leveraged Lease Locomotive Financing
Santa Fe Trust No. 1996-1

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (Santa Fe Trust No. 1996-1), dated February 22, 1996, between Dia Brook Ltd., as lessor (the "Lessor"), and The Atchison, Topeka and Santa Fe Railway Company, as lessee (the "Lessee").

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

Lessor: Dia Brook Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

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Mr. Vernon A. Williams, Secretary

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The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (Santa Fe Trust No. 1996-1) between Dia Brook Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and The Atchison, Topeka and Santa Fe Railway Company, as Lessee, 1700 East Golf Road, Schaumburg, Illinois 60173, dated February 22, 1996, covering certain diesel electric locomotives bearing the road numbers listed in the Schedule attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/wp
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 75M Diesel Electric Locomotives	11	8253 through 8256, inclusive, 8262, 8264, 8265, 8267 through 8270, inclusive

19943-G

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(SANTA FE TRUST NO. 1996-1)**

Memorandum of Lessor Security Agreement, made and entered into on February 22, 1996 by and between Dia Brook Ltd., a Japanese corporation ("*Lessor*"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (Santa Fe Trust No. 1996-1), dated February 2, 1996, whereby the Lessor has granted to the Lessee a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA BROOK LTD.

By T. Miwa
Name: Takahiro Miwa
Title: Attorney-in-Fact

Executed on this 14th day of February, 1996.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By _____
Name: Paul J. Weyandt
Title: Assistant Vice President - Finance

Executed on this ____ day of February, 1996.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(SANTA FE TRUST NO. 1996-1)**

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IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA BROOK LTD.

By _____
Name: Takahiro Miwa
Title: Attorney-in-Fact

Executed on this ____ day of February, 1996.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

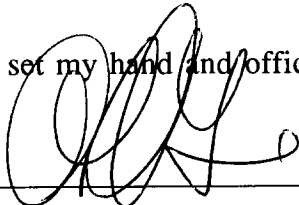
By Paul J. Weyandt
Name: Paul J. Weyandt
Title: Assistant Vice President - Finance

Executed on this 15th day of February, 1996.

STATE OF NEW YORK)
COUNTY OF New York) SS.:

On this, the 14th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA BROOK LTD., that said instrument was signed on February 14th, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: MARIO O. MORRONE
Notary Public, State of New York
No. 24-488,000
My Commission Expires: Qualified in Kings County
Residing in Commission Expires October 31, 1996

STATE OF _____)
COUNTY OF _____) SS.:

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that said instrument was signed on February ____, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEW YORK)
) SS.:
COUNTY OF _____)

On this, the _____ day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA BROOK LTD., that said instrument was signed on February ___, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

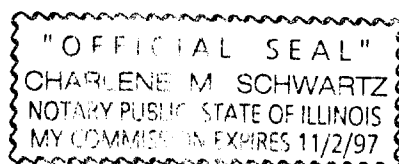
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 15th day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Paul J. Weyandt, who being by me duly sworn, says that he is the Assistant Vice President - Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that said instrument was signed on February 15th, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public
My Commission Expires:
Residing in De Park, IL

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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